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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**THIRTIETH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MARCH 1, 2021 THROUGH MARCH 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	March 1, 2021 through March 31, 2021
Monthly Fees Incurred:	\$410,952.00
20% Holdback:	\$82,190.40
Total Compensation Less 20% Holdback:	\$328,761.60
Monthly Expenses Incurred:	\$250,032.60
Total Fees and Expenses Requested:	\$578,794.20

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirtieth Monthly Fee Statement”) covering the period from March 1, 2021 through and including March 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirtieth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$660,984.60) reflects voluntary reductions for the Compensation Period of \$34,388.50 in fees and \$2,575.84 in expenses.

compensation in the amount of \$328,761.60 (80% of \$410,952.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$250,032.60³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$131,634.55 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$111,682.50 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirtieth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirtieth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **May 31, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirtieth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirtieth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirtieth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
May 14, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	17.70	22,390.50
Ira Dizengoff	Financial Restructuring	1993	1,655.00	2.00	3,310.00
Dean Chapman	Litigation	2009	1,265.00	76.50	96,772.50
Joseph Sorkin	Litigation	2008	1,425.00	8.70	12,397.50
David Zensky	Litigation	1988	1,655.00	28.80	47,664.00
Total Partner				133.70	182,534.50
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
John Kane	Litigation	2016	970.00	31.60	30,652.00
Total Counsel				31.60	30,652.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	6.70	6,566.00
Joseph Szydlo	Financial Restructuring	2019	810.00	19.20	15,552.00
Jeff Latov	Litigation	2017	940.00	6.00	5,640.00
Nicholas Lombardi	Litigation	2018	980.00	35.40	34,692.00
Katlyne Miller	Litigation	2018	700.00	9.40	6,580.00
Sean Nolan	Litigation	2018	855.00	33.00	28,215.00
Amanda Praestholm	Litigation	2018	785.00	7.20	5,652.00
Russell Collins	Staff Attorney	1998	500.00	174.40	87,200.00
Total Associates				291.30	203,120.00
PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Dagmara Krasa- Berstell	Financial Restructuring	N/A	440.00	7.90	3,476.00

Kelsey Robins	Financial Restructuring	N/A	245.00	8.10	1,984.50
Bennett Walls	Litigation	N/A	230.00	9.60	2,208.00
Total Legal Assistants				25.60	7,668.50
Total Hours / Fees Requested				482.20	410,952.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,289.69	165.30	213,186.50
Associates	652.58	291.30	190,097.00
Paralegals/Non-Legal Staff	299.55	25.60	7,668.50
Blended Timekeeper Rate	852.24		
Total Fees Incurred		482.20	410,952.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	8.10	4,392.00
3	Akin Gump Fee Application/Monthly Billing Reports	30.10	23,291.00
7	Creditor Committee Matters/Meetings (including 341 meetings)	2.20	2,276.50
8	Hearings and Court Matters/Court Preparation	5.80	2,554.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	9.20	13,003.00
12	General Claims Analysis/Claims Objection	3.30	4,060.50
20	Jointly Asserted Causes of Action	414.30	350,506.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	1.20	1,518.00
23	Asset Disposition/363 Asset Sales	8.00	9,350.00
TOTAL:		482.20	410,952.00

Exhibit C

Itemized Fees

Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1934321
Invoice Date 05/11/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
002	Case Administration	8.10	\$4,392.00
003	Akin Gump Fee Application/Monthly Billing Reports	30.10	\$23,291.00
007	Creditors Committee Matters/Meetings (including 341 Meetings)	2.20	\$2,276.50
008	Hearings and Court Matters/Court Preparation	5.80	\$2,554.50
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	9.20	\$13,003.00
012	General Claims Analysis/Claims Objections	3.30	\$4,060.50
020	Jointly Asserted Causes of Action	414.30	\$350,506.50
022	Disclosure Statement/Solicitation/Plan/Confirmation	1.20	\$1,518.00
023	Asset Dispositions/363 Asset Sales	8.00	\$9,350.00
	TOTAL	482.20	\$410,952.00

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/01/21	JES	002 Monitor docket and update case calendar (.2); compile and circulate documents to members of FR and Lit Teams (.2).	0.40
03/02/21	DK	002 Review case docket (.4); update case calendar (.6).	1.00
03/02/21	JES	002 Monitor docket and review recently filed pleadings.	0.30
03/08/21	ZDL	002 Correspondence with J. Szydlo regarding case admin issues.	0.20
03/08/21	JES	002 Review correspondence from Z. Lanier re case admin (.2); update case calendar (.2).	0.40
03/08/21	KER	002 Review and revise case calendar.	0.40
03/11/21	DK	002 Review case docket (.2); update case calendar (.3); draft status email for attorneys (.1).	0.60
03/12/21	JES	002 Review docket (.1); circulate pleadings to members of FR team (.1).	0.20
03/15/21	JES	002 Review dockets (.2); circulate recently filed pleadings to FR and Litigation teams (.1).	0.30
03/16/21	JES	002 Monitor docket (.2); update case calendar (.3).	0.50
03/17/21	DK	002 Review and update internal transcripts file.	0.50
03/17/21	JES	002 Monitor dockets (.2); update case calendar (.1).	0.30
03/17/21	KER	002 Review docket (.2); circulate pleadings to FR team (.2); review same (.4); summarize same for attorneys (.8).	1.60
03/22/21	JES	002 Monitor docket (.1); update case calendar (.2).	0.30
03/23/21	JES	002 Monitor dockets (.2); circulate recently filed pleadings to members of FR team (.1).	0.30
03/26/21	DK	002 Review case docket (.3); update case calendar (.4); draft status email to attorneys (.1).	0.80
03/02/21	ZDL	003 Correspond with accounting team regarding application of fee payments.	0.20
03/04/21	ZDL	003 Review invoice for privilege and confidentiality (1.1); follow up with SPG for additional information regarding invoices (.3).	1.40
03/04/21	JES	003 Prepare fee statement (.7); review invoice re same (.2); review accounting materials for 2021 (.2).	1.10
03/08/21	ZDL	003 Prepare fee accrual information (.2); emails with M3 regarding the same (.1); review SPG invoice materials (.5); prepare summary of same (.4).	1.20
03/08/21	JES	003 Draft correspondence to FR team members re invoices (.3); review invoice for privilege and confidentiality (2.9)	3.20
03/12/21	ZDL	003 Calculate and provide M3 with fee accrual.	0.20
03/15/21	JES	003 Review fee statements in connection with drafting fee application.	0.20
03/17/21	JES	003 Draft sections of Seventh Fee Application.	1.00
03/18/21	JES	003 Draft sections of Fee Application.	1.70
03/23/21	JES	003 Review materials provided by accounting in connection with fee statement (.6); finalize fee statement (.5); draft correspondence to members of FR team re same (.3); correspond with B. Kemp re same (.2).	1.60
03/24/21	DK	003 Prepare exhibits for fee application.	1.70
03/24/21	JPk	003 Prepare insert to fee application.	1.00
03/24/21	KER	003 Organize data for 7th Interim Fee application.	2.60
03/25/21	DK	003 Prepare exhibits for fee application (1.6); draft status email to FR team re same (.2).	1.80
03/25/21	JPk	003 Prepare insert to fee application re litigation work streams.	2.40
03/25/21	JES	003 Review invoice for privilege and confidentiality (.9); correspond with accounting team re same (.2).	1.10
03/26/21	JPk	003 Finalize insert for fee application re litigation work streams.	1.00
03/26/21	SMN	003 Update litigation insert for Akin's fee application.	0.40
03/29/21	ZDL	003 Begin review of February invoice for privileged and confidential material.	0.90
03/30/21	ZDL	003 Review February invoice for confidential and privileged material.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/30/21	JES	003 Review litigation insert to fee application (.3); revise same (.8); revise sections of interim fee application (1.1).	2.20
03/31/21	ZDL	003 Prepare fee accrual information for M3 (.2); review February invoice for privilege and confidentiality (1.2).	1.40
03/31/21	JES	003 Review and revise fee application.	1.50
03/01/21	JES	007 Call with creditor re case updates and status of distributions.	0.20
03/08/21	JES	007 Call with creditor re case updates and status of claim.	0.60
03/11/21	ZDL	007 Draft update email to UCC.	0.20
03/15/21	ZDL	007 Call with retiree creditor regarding case updates and claim status.	0.30
03/19/21	SLB	007 Confer with claimant re case issues.	0.50
03/22/21	SLB	007 Confer with claimant re open case issues.	0.40
03/08/21	DK	008 Review and update internal transcripts file.	0.50
03/08/21	SLB	008 Correspondence with members of FR team re upcoming hearing.	0.20
03/09/21	KER	008 Compile documents for hearing.	0.40
03/10/21	KER	008 Compile documents for hearing.	2.50
03/17/21	JES	008 Prepare materials for hearing.	0.20
03/17/21	KER	008 Prepare materials for hearing.	0.40
03/23/21	JES	008 Review materials in advance of March 23rd omnibus hearing (.5); attend same (.5); draft correspondence to members of FR team re same (.1).	1.10
03/25/21	DK	008 Review and update transcripts file.	0.50
03/01/21	DMZ	010 Call with D. Chapman re litigation funding.	0.20
03/01/21	DLC	010 Call with D. Zensky re litigation funding issues.	0.20
03/08/21	ISD	010 Analyze issues re litigation funding (.6); call with FTI re same (.4).	1.00
03/09/21	ISD	010 Call with S. Brauner re litigation funding issues (.3); call with third party re same (.7).	1.00
03/09/21	SLB	010 Call with I. Dizengoff re open issues in connection with potential financing.	0.30
03/16/21	DMZ	010 Analyze issues relating to litigation financing.	0.30
03/23/21	DMZ	010 Call with litigation designees re litigation financing issues.	0.50
03/25/21	DLC	010 Review litigation funding proposal and follow-up with FTI re: same (.5); update budget and circulate same (.7).	1.20
03/26/21	DLC	010 Correspond with FTI re litigation funding issues (.8); analyze issues re same (1.0); prepare summary of same (.8).	2.60
03/27/21	DLC	010 Review and respond to correspondence from FTI re litigation financing.	0.30
03/31/21	DMZ	010 Review FTI analysis re potential litigation funding (.2); call with FTI re same (.3).	0.50
03/31/21	DLC	010 Review FTI materials re litigation funding (.3); comment on same (.5); participate in call with FTI re same (.3).	1.10
03/17/21	SLB	012 Correspondence with Weil re potential claim settlement (.3); analyze issues re same (.4); correspondence with FTI re same (.2).	0.90
03/18/21	SLB	012 Correspondence with Weil re claim settlement issue (.2); confer with Weil re same (.3); analyze issue re same (.4).	0.90
03/26/21	SLB	012 Prepare correspondence to UCC re proposed claims settlement.	0.70
03/26/21	ZDL	012 Review Debtors' notice of claim settlement.	0.40
03/29/21	SLB	012 Correspondence with UCC members re proposed claims settlement.	0.40
03/01/21	JLS	020 Call with litigation designees re case status proposal (.4); review draft correspondence from opposing counsel (.6).	1.10
03/01/21	DMZ	020 Call with lit. designees re litigation updates (.4); analyze issues re letter to defendants (.8); correspond with D. Chapman re same (.5).	1.60
03/01/21	RJC	020 Conduct review of discovery documents (4.0); draft fact chronology re same (2.9).	6.90
03/01/21	DLC	020 Prepare (.2) and participate in (.4) call with litigation designees re case status; review and revise letter to opposing counsel (.8), review transcript in connection with same (1.0), correspond with D. Zensky re same (.5); participate in call with third party re open discovery issues (.4); revise analysis re open case issues and strategy (1.2); participate in call with conflicts counsel re status and strategy (.2); review	5.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/01/21	SLB	020 correspondence re same (.4). Participate on call with Designees re letter from defendants (.4); draft correspondence to litigation team members re same (.5); review correspondence re public shareholders action (.5); call with C. Carty (Herrick) re status of adversary proceeding and related issues (.3).	1.70
03/01/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.4); review correspondence re insurance proceeds paid to defendants and update chart re same (.2); correspond with expert re update call (.1).	0.70
03/01/21	BMW	020 Locate hearing transcripts in adversary proceeding (.2); review and bookmark relevant sections for attorney review (1.0).	1.20
03/01/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding concerning liquidity and governance (7.6); draft summaries of documents of interest (.8)	8.40
03/02/21	DMZ	020 Review and revise letter to defendants (.2); correspond with Lit. Designees re same (.1); call with Weil re same (.4).	0.70
03/02/21	RJC	020 Conduct review of electronic discovery documents (2.9); draft fact chronologies re same (3.4).	6.30
03/02/21	DLC	020 Review and revise letter to defendants' counsel (.7); analyze issues re same (.7); outline all issues in anticipation of meet-and-confer with defendants' counsel (1.0); review case law in connection with same (.4); participate in meet-and-confer with defendants' counsel (.5) follow-up with ASK re same (.3); review summary of hot documents (.5).	4.10
03/02/21	SLB	020 Confer with Weil re open issues in connection with adversary proceeding (.4); analyze issue re same (.8); correspondence with Litigation Designees re same (.7); review revised draft letter re same (.4).	2.30
03/02/21	JPK	020 Review results from document searches run by document vendor.	4.30
03/02/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.6); correspond with expert re fee payment (.1).	0.70
03/02/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding (7.9); draft summaries of same (.7).	8.60
03/03/21	JLS	020 Review draft letter to defendants (.2); comment on same (.4).	0.60
03/03/21	DMZ	020 Review chronology memo (1.3); call with admin claims representative in connection with open litigation issues (.5); draft correspondence to defendants' counsel (.2); correspond with litigation designees re same (.2).	2.20
03/03/21	RJC	020 Conduct review of discovery documents (3.2); draft fact chronology in connection with same (4.0).	7.20
03/03/21	DLC	020 Correspond with S. Brauner re litigation status and admin. creditor inquiries re same.	0.50
03/03/21	SLB	020 Participate on call with Admin Rep and Debtors re status of litigation and next steps (.5); correspond with D. Chapman re same (.5); revise letter to defendants re adversary proceeding (.7); draft correspondence to Designees re same (.7).	2.40
03/03/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding (8.3); draft summaries of key documents (.6).	8.90
03/04/21	JLS	020 Correspond with D. Zensky re letter to Defendants (.1); correspond with S. Brauner re same (.4).	0.50
03/04/21	DMZ	020 Correspond with J. Sorkin re letter to Defendants (.1); revise same (.1).	0.20
03/04/21	RJC	020 Conduct review of discovery documents (2.1); draft fact chronology re same (4.2).	6.30
03/04/21	DLC	020 Review correspondence re admin. creditor inquiries related to adversary proceeding.	0.20
03/04/21	SLB	020 Revise letter to Defendant's counsel re Adversary Proceeding (.4); correspondence with J. Sorkin re same (.4).	0.80
03/04/21	JPK	020 Prepare compilation of Defendants' board materials for circulation to Litigation Team members.	2.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/04/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.60
03/04/21	BMW	020 Assist attorney in preparing compilation of board materials for client circulation.	0.80
03/04/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding.	2.90
03/05/21	DMZ	020 Continue review of memo re issues in Adversary Proceeding (1.5); review and analyze reply brief filing in public shareholder action (.5); review and analyze case law cited in same (.8); call with D. Chapman re reply brief (.4).	3.20
03/05/21	RJC	020 Conduct review of discovery documents (3.2); draft fact chronology re same (5.7); review brief filed in shareholder action (.8); call with D. Chapman re same (.3).	10.00
03/05/21	DLC	020 Review reply brief (.4); confer with D. Zensky re same (.4); call with R. Collins re same (.3); participate in call with lit. designees re status of litigation (.5); draft correspondence to members of litigation team re discovery issues (.4).	2.00
03/05/21	SLB	020 Finalize and send letter to P. Anker re Adversary Proceeding and related issues (.5); draft correspondence to members of FR and Lit teams re same (.2).	0.70
03/05/21	BMW	020 Compile case law cited in reply brief for attorney review.	1.70
03/05/21	ACP	020 Review reply briefs in public shareholder action.	0.30
03/06/21	RJC	020 Conduct review of discovery documents (1.4); draft fact chronology re same (.9).	2.30
03/07/21	RJC	020 Conduct review of electronic discovery documents.	2.40
03/07/21	DLC	020 Prepare list of research issues in connection with case strategy.	0.50
03/08/21	RJC	020 Conduct review of electronic discovery documents (3.9); draft fact chronology re same (2.9); draft memo re same (1.9).	8.70
03/08/21	DLC	020 Review R. Collins memoranda (1.8); circulate materials to client re litigation status (.2); correspond with J. Kane re discovery materials (.3); confer with ASK re scheduling issues (.4).	2.70
03/08/21	JPk	020 Correspond with D. Chapman re discovery materials (0.3); correspond with counsel to third parties regarding discovery (0.4).	0.70
03/08/21	SMN	020 Review reply brief filed by defendants in public shareholder action (.5); conduct legal research re same (.5).	1.00
03/08/21	BMW	020 Complete preparation of binders for attorney review.	1.70
03/08/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding.	3.20
03/09/21	DMZ	020 Call with experts re analyses and next steps (2.5); Review and analyze defendants' brief (.6); correspond with experts re same (.2).	3.30
03/09/21	RJC	020 Conduct review of electronic discovery documents (4.7); call with experts re analyses (2.5).	7.20
03/09/21	DLC	020 Participate in call with experts re analyses and status of litigation (2.5); confer with co-counsel re preparation for hearing (.4); review cases and legal research in connection with same (1.6) confer with A. Praestholm re same (.6); draft summary memorandum re same (.7); correspond with J. Latov re expert issues (.3).	6.20
03/09/21	JAL	020 Prepare for (.6) and attend (partial) (1.6) call w/ experts re status; correspond with D. Chapman re same (.3); review materials re same (1.2).	3.70
03/09/21	SMN	020 Call with expert team re status of analysis and report (partial).	2.40
03/09/21	BMW	020 Compile materials for attorney review.	0.30
03/09/21	ACP	020 Perform legal research re open issues in connection with reply brief (1.4); call with D. Chapman re same (.6).	2.00
03/09/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding.	3.40
03/10/21	JLS	020 Correspond with D. Zensky re insurance issues and discovery.	0.20
03/10/21	DMZ	020 Prepare for (.2) and participate in (1.0) call with ASK re upcoming oral	1.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		arguments; correspond with D. Chapman re same (.3); correspond with J. Sorkin re insurance issues (.2).	
03/10/21	RJC	020 Conduct review of discovery documents.	6.50
03/10/21	DLC	020 Review legal arguments asserted in reply brief (1.5); prepare for (.5) and participate in (1.0) call with ASK re upcoming oral argument; correspond with S. Brauner re scheduling order (.4); confer with ASK re same (.2); confer with document vendor re same (.3); follow-up with defendants re same (.4); confer with D. Zensky re oral arguments (.3); review D&O insurance issues (.3); perform research re PBGC claim and related issues (.4); correspond with Defendants' counsel re protective order (.2).	5.50
03/10/21	SLB	020 Correspondence with D. Chapman re scheduling order (.4); review materials re same (.4).	0.80
03/10/21	JPk	020 Prepare plan for post-stay document review process.	0.90
03/10/21	SMN	020 Review filing in New York D&O coverage action (.2); circulate same to members of the Akin litigation team (.1); review document requests sent to defendants related to same (.2); correspond with members of the litigation team re same (.2); correspond with defense counsel re same and insurance payments received to date (.4); review motion to dismiss reply briefs filed in public shareholder action (.7); attend call with ASK re oral argument (1.0).	2.80
03/10/21	JES	020 Review public shareholder docket (.1); compile pleadings going forward at March 12th hearing in public shareholder action (.3); circulate same to members of FR team (.1).	0.50
03/10/21	BMW	020 Coordinate hearing lines for hearing in public shareholder action.	0.30
03/10/21	ACP	020 Call with ASK regarding oral argument in public shareholder suit (1.0); review correspondence re same (.6).	1.60
03/11/21	DMZ	020 Correspond with D. Chapman re oral argument (.3); revise draft interrogatories (1.0).	1.30
03/11/21	RJC	020 Conduct review of discovery documents (4.1); draft fact chronology re same (2.7).	6.80
03/11/21	DLC	020 Participate in call with third party re open issues in connection with adversary proceeding (.5); correspond with D. Zensky re oral arguments and upcoming hearing (.3); review oral argument transcript (.5); follow-up correspondence with ASK re same (.2); revise scheduling order (.4); confer with opposing counsel re protective order (.1); review draft interrogatories (.3); review correspondence from defendants' counsel re scheduling order (.4).	2.70
03/11/21	SLB	020 Review draft protective order (.2); review scheduling order (.2); review correspondence re same (.1).	0.50
03/11/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.60
03/11/21	KER	020 Prepare materials for hearing in public shareholders action.	0.20
03/12/21	JLS	020 Attend hearing on motions to dismiss in public shareholder adversary proceeding.	2.70
03/12/21	DMZ	020 Attend hearing re motions to dismiss (2.5); call with ASK re same (.2); review and analyze brief filed in Tribune (1.0).	3.70
03/12/21	DK	020 Prepare materials for hearing in public shareholder action.	0.50
03/12/21	RJC	020 Conduct review of discovery documents (2.9); draft fact chronologies re same (4.1).	7.00
03/12/21	DLC	020 Prepare for (.7) and participate in (2.5) oral argument on MTD; confer with ASK re same (.6); provide updates on argument to lit. designees (.5); confer with J. Kane re third party discovery (.3); update materials re same (.5).	5.10
03/12/21	SLB	020 Attend hearing in public shareholder action telephonically (partial).	1.50
03/12/21	JPk	020 Correspond with third parties regarding document productions (0.4); call with D. Chapman re same (.3).	0.70
03/12/21	JAL	020 Analyze open issues re motions to dismiss.	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/12/21	SMN	020 Attend telephonic hearing re motions to dismiss public shareholder action (2.5); draft summary of same and send to Akin financial restructuring team (.5); review new cases implicating issues in motion to dismiss briefing (.4).	3.40
03/12/21	ACP	020 Attend hearing on motion to dismiss in public shareholder action (2.5); review and comment on summary re same (.8).	3.30
03/13/21	DMZ	020 Continue reviewing brief filed in Tribune (.9); draft letter to Court re same (.6); review amicus brief filed in same (.3); correspond with ASK re same (.1).	1.90
03/13/21	SMN	020 Draft letter to Court related to motions to dismiss.	0.30
03/14/21	RJC	020 Review discovery documents (1.0); summarize same (.5).	1.50
03/14/21	DLC	020 Review privilege log (.5); review correspondence from defendants' counsel re same (.2); review hot documents (.9).	1.60
03/15/21	DMZ	020 Revise draft correspondence to court re motion to consolidate adversary proceedings (.2); review and comment on materials prepared for client re reply brief filed in public shareholder action (.6).	0.80
03/15/21	RJC	020 Conduct review of discovery documents (3.7); draft fact chronology re same (3.7).	7.40
03/15/21	DLC	020 Review and revise stipulation (1.0); send same to Court (.3); review and revise letter to court re motion to consolidate (.5); review order entered by court (.5); confer with third party re open discovery issues (.3) review hot documents (1.5).	4.10
03/15/21	SMN	020 Revise letter to judge re updates in Tribune II case (1.2); review Tribune briefing in connection with same (.4).	1.60
03/16/21	DMZ	020 Finalize letter to court re motion to consolidate.	0.20
03/16/21	RJC	020 Draft correspondence to D. Zensky regarding interrogatories (.6); conduct review of discovery documents (3.0); draft fact chronology re same (2.5).	6.10
03/16/21	DLC	020 Review legal research in connection with motion to consolidate (.8); revise letter to Court re motion to consolidate (.5); review and revise draft subpoena (.2); follow-up with ASK re same (.3); send same to Computershare (.2); review and respond to correspondence from third parties re privilege logs and productions (.3).	2.30
03/16/21	JPk	020 Prepare correspondence to third party regarding open discovery issues (0.4); prepare internal correspondence regarding privilege logs (0.5).	0.90
03/16/21	SMN	020 Revise letter to Court re Tribune II brief (1.1); finalize and file same (.3); correspond with conflicts counsel re third party subpoenas (.2).	1.60
03/17/21	DMZ	020 Correspond with Debtors re interrogatories (.3); review letter from defendants re Tribune II (.1).	0.40
03/17/21	RJC	020 Review documents to support interrogatories (6.9); draft interrogatories (1.5).	8.40
03/17/21	DLC	020 Review materials relevant to draft interrogatories (.6); review letters to Court (.3); review correspondence with third party counsel re discovery (.2); confer with counsel to third party re same (.2).	1.30
03/17/21	JPk	020 Prepare internal correspondence regarding discovery.	0.20
03/17/21	SMN	020 Review letters to Court from counsel to various defendants.	0.30
03/17/21	BMW	020 Update internal files relating to privilege logs.	0.90
03/17/21	KNM	020 Draft interrogatories.	4.70
03/18/21	DMZ	020 Review case law re Tribune II decision (.3); participate in call with defendants' counsel re same (.8); call with D. Chapman re interrogatories (.5).	1.60
03/18/21	RJC	020 Conduct review of electronic discovery documents (2.8); draft fact chronology (3.3); call with D. Chapman regarding interrogatories (.4); draft interrogatories (.6).	7.10
03/18/21	DLC	020 Participate in call with counsel to defendants (.8); draft update memo to clients re open case issues (1.0); review and revise interrogatories (1.6); call with D. Zensky re same (.5); correspond with members of litigation	5.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		team re same (.6); review legal research memo (.5); review briefing filed in insurance action (.3); call with R. Collins regarding interrogatories (.4).	
03/18/21	SLB	020 Participate on call with counsel to defendants in adversary proceeding re case status (.8); analyze issues re same (.3); prepare correspondence to members of FR and Lit teams re same (.2).	1.30
03/18/21	SMN	020 Review complaint filed in new insurance coverage action by defendant in adversary proceeding (.4); conduct legal research re discovery disclosure issues (3.5); draft summary of same (.7).	4.60
03/18/21	KNM	020 Correspond with members of Lit. team re interrogatories (.7); conduct legal research re local rules (2.3); draft summary of same (.5); revise interrogatories (1.1).	4.60
03/19/21	DMZ	020 Draft correspondence to lit. designees re status (.3); review briefing in insurance action (.5).	0.80
03/19/21	RJC	020 Conduct review of discovery documents (3.4); draft fact chronology re same (4.0).	7.40
03/19/21	DLC	020 Review initial disclosures (.6); revise and circulate update letter to clients (.4).	1.00
03/21/21	DMZ	020 Correspond with counsel to defendants re status (.1); review correspondence with admin claims representative (.1).	0.20
03/21/21	SLB	020 Draft correspondence to Admin Rep and Debtors re Adversary Proceeding and related issues.	0.60
03/22/21	JLS	020 Correspond with D. Zensky re discovery issues.	0.30
03/22/21	DMZ	020 Correspond with J. Sorkin re open issues in connection with discovery (.3); correspond with D. Chapman re expert issues (.4); review hot docs (1.1).	1.80
03/22/21	RJC	020 Conduct review of discovery documents (3.2); draft fact chronology (4.8).	8.00
03/22/21	DLC	020 Correspond with D. Zensky re expert analyses (.4); correspond with S. Brauner re open issues in adversary proceeding (.2); review legal research prepared by S. Nolan (.4).	1.00
03/22/21	SLB	020 Correspond with D. Chapman re Adversary Proceeding and next steps in connection with the same (.2); send correspondence to Admin Rep and Debtors re same (.3).	0.50
03/22/21	JPk	020 Correspond with document vendor regarding custom searches (0.5); prepare internal correspondence re discovery (1.5); review privilege logs produced by third parties in adversary proceeding (1.5).	3.50
03/22/21	JAL	020 Conduct review of discovery documents and communications.	1.10
03/22/21	SMN	020 Update records of insurance payments made to defendants (.2); review new cases implicating issues in motion to dismiss briefing (1.7); review filing in New York D&O coverage action and send to members of the Akin litigation team (.3); conduct legal research re discovery issues (1.9); draft summary of same and send to members of the Akin litigation team (.6).	4.70
03/22/21	BMW	020 Coompile discovery documents requested by attorney.	0.30
03/23/21	DMZ	020 Review and respond to correspondence from defendants' counsel re privilege issues (.3); review hot docs (.8).	1.10
03/23/21	RJC	020 Conduct review of discovery documents (3.7); draft fact chronology re same (3.2).	6.90
03/23/21	DLC	020 Review revisions to Document Sharing Stipulation and other questions from defense counsel (.7); review underlying materials (1.4); draft response to same (.5); analyze issues re same (.6); review privilege log materials from defendant (.3); review privilege log from third party (.4); follow-up with experts re same (.4); review appellate brief filed in D&O action (1.3).	5.60
03/23/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.3); review brief filed in New York D&O coverage action appeal (.4).	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/24/21	DMZ	020 Review and respond to correspondence from expert.	0.30
03/24/21	RJC	020 Conduct review of electronic discovery (2.9); draft fact chronology re same (3.5).	6.40
03/24/21	DLC	020 Prepare correspondence to defendants' counsel re document sharing stipulation and related issues (1.2); review key documents (2.4).	3.60
03/24/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.5); review subpoenas served by defendants' counsel on third parties (.2).	0.70
03/25/21	DMZ	020 Review memo re D&O insurance action (.2); correspond with D. Chapman re same (.1).	0.30
03/25/21	RJC	020 Review documents and draft fact chronology (6.0).	6.00
03/25/21	DLC	020 Prepare notes for call with litigation designees (.4); review case law relevant to insurance action (.5); correspond with D. Zensky re same (.1); review hot documents and prepare memorandum re same (3.2).	4.20
03/25/21	JPk	020 Review privilege logs produced in adversary proceeding (2.3); prepare correspondence to third parties regarding discovery (0.5); correspond with document vendor regarding discovery (0.5).	3.30
03/25/21	SMN	020 Draft email to defense counsel re insurance settlement issues (.5); analyze open issues re MTD arguments (1.6).	2.10
03/26/21	DMZ	020 Review memo re certain defendant's privilege log.	0.20
03/26/21	RJC	020 Conduct review of electronic discovery documents (4.6); conduct fact research in connection with adversary proceeding (2.5).	7.10
03/26/21	JPk	020 Prepare correspondence with counsel to third party regarding discovery.	1.30
03/26/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.30
03/26/21	BMW	020 Compile information contained in privilege logs for attorney review.	1.80
03/28/21	RJC	020 Conduct review of discovery documents in connection with Adversary Proceeding.	3.00
03/29/21	RJC	020 Conduct review of discovery documents (3.0); draft fact chronology re same (4.1).	7.10
03/29/21	DLC	020 Confer with J. Kane re third party productions (.4); review materials re discovery issues relating to certain defendant (.7); review key documents in connection with same (1.0); confer with counsel to defendant re open issues in connection with Adversary Proceeding (.1).	2.20
03/29/21	JPk	020 Prepare correspondence with third parties regarding open discovery issues (1.0); prepare internal correspondence regarding discovery (0.8); call with D. Chapman re third party document productions (.4).	2.20
03/29/21	SMN	020 Review filing on appellate docket of New York D&O coverage action (.1); review new cases implicating issues in motion to dismiss briefing (.8).	0.90
03/29/21	BMW	020 Compile privilege log communications for attorney review.	0.60
03/30/21	RJC	020 Conduct review of discovery documents (3.7); draft fact chronology re same (4.7).	8.40
03/30/21	DLC	020 Review comments from defendants' counsel re document stipulation (1.0); follow-up with ASK re proposed response (.3); confer with defendants' counsel re document productions (.4).	1.70
03/30/21	JPk	020 Review internal correspondence regarding open discovery issues.	0.60
03/30/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.60
03/30/21	KNM	020 Review and revise interrogatories.	0.10
03/31/21	RJC	020 Conduct review of discovery documents (2.4); draft fact chronology re same (2.8); conduct factual research in connection with same (.8).	6.00
03/31/21	DLC	020 Comment on document sharing stipulation (.3); send same to defendants' counsel (.2); analyze open document review issues (.3).	0.80
03/31/21	JPk	020 Prepare correspondence to defendants' counsel regarding privilege logs produced during adversary proceeding.	2.20
03/31/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.00
03/13/21	DLC	022 Review solicitor general filing (.6); review draft email to Court (.3); review correspondence with third party re document productions (.3).	1.20
03/05/21	JPk	023 Coordinate preparation of binders containing board materials.	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/15/21	JLS	023 Call with debtors' counsel re dispute with Transform in connection with APA (.3); analyze issues re same (.5).	0.80
03/15/21	JPk	023 Review draft motion to compel turnover of certain assets pursuant to APA.	3.30
03/29/21	JLS	023 Review and analyze draft motion in connection with APA dispute with Transform.	2.50
03/29/21	SLB	023 Correspondence with Debtor and UCC advisors re proposed asset sales.	0.30
03/29/21	JPk	023 Prepare summary of Debtors' motion to enforce the APA.	0.60
Total Hours			482.20

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J L SORKIN	8.70	at	\$1425.00	=	\$12,397.50
D M ZENSKY	28.80	at	\$1655.00	=	\$47,664.00
I S DIZENGOFF	2.00	at	\$1655.00	=	\$3,310.00
D L CHAPMAN	76.50	at	\$1265.00	=	\$96,772.50
S L BRAUNER	17.70	at	\$1265.00	=	\$22,390.50
J P KANE	31.60	at	\$970.00	=	\$30,652.00
J A LATOV	6.00	at	\$940.00	=	\$5,640.00
Z D LANIER	6.70	at	\$980.00	=	\$6,566.00
S M NOLAN	33.00	at	\$855.00	=	\$28,215.00
J E SZYDLO	19.20	at	\$810.00	=	\$15,552.00
K N MILLER	9.40	at	\$700.00	=	\$6,580.00
A PRAESTHOLM	7.20	at	\$785.00	=	\$5,652.00
N R LOMBARDI	35.40	at	\$980.00	=	\$34,692.00
R J COLLINS	174.40	at	\$500.00	=	\$87,200.00
D KRASA-BERSTELL	7.90	at	\$440.00	=	\$3,476.00
B M WALLS	9.60	at	\$230.00	=	\$2,208.00
K E ROBINS	8.10	at	\$245.00	=	\$1,984.50

Current Fees

\$410,952.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,302.58
Computerized Legal Research - Other	\$341.09
Computerized Legal Research - Westlaw - in contract 30% discount	\$4,706.24
Computerized Legal Research - Westlaw - out of contract	\$155.64
Professional Fees - Legal	\$111,682.50
Professional Fees - Miscellaneous	\$131,634.55
Telephone - Long Distance	\$210.00

Current Expenses

\$250,032.60

<u>Date</u>	<u>Value</u>
03/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/1/2021
	\$256.69

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	1,302.58
Computerized Legal Research – Other	341.09
Computerized Legal Research – Westlaw – in contract 30% discount	4,706.24
Computerized Legal Research – Westlaw – out of contract	155.64
Prof Fees – Legal	111,682.50
Professional Fees – Miscellaneous	131,634.55
Telephone – Long Distance	210.00
TOTAL:	250,032.60

Exhibit E

Itemized Disbursements

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/15/21	JLS	023 Call with debtors' counsel re dispute with Transform in connection with APA (.3); analyze issues re same (.5).	0.80
03/15/21	JPk	023 Review draft motion to compel turnover of certain assets pursuant to APA.	3.30
03/29/21	JLS	023 Review and analyze draft motion in connection with APA dispute with Transform.	2.50
03/29/21	SLB	023 Correspondence with Debtor and UCC advisors re proposed asset sales.	0.30
03/29/21	JPk	023 Prepare summary of Debtors' motion to enforce the APA.	0.60
Total Hours			482.20

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J L SORKIN	8.70	at	\$1425.00	=	\$12,397.50
D M ZENSKY	28.80	at	\$1655.00	=	\$47,664.00
I S DIZENGOFF	2.00	at	\$1655.00	=	\$3,310.00
D L CHAPMAN	76.50	at	\$1265.00	=	\$96,772.50
S L BRAUNER	17.70	at	\$1265.00	=	\$22,390.50
J P KANE	31.60	at	\$970.00	=	\$30,652.00
J A LATOV	6.00	at	\$940.00	=	\$5,640.00
Z D LANIER	6.70	at	\$980.00	=	\$6,566.00
S M NOLAN	33.00	at	\$855.00	=	\$28,215.00
J E SZYDLO	19.20	at	\$810.00	=	\$15,552.00
K N MILLER	9.40	at	\$700.00	=	\$6,580.00
A PRAESTHOLM	7.20	at	\$785.00	=	\$5,652.00
N R LOMBARDI	35.40	at	\$980.00	=	\$34,692.00
R J COLLINS	174.40	at	\$500.00	=	\$87,200.00
D KRASA-BERSTELL	7.90	at	\$440.00	=	\$3,476.00
B M WALLS	9.60	at	\$230.00	=	\$2,208.00
K E ROBINS	8.10	at	\$245.00	=	\$1,984.50

Current Fees

\$410,952.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,302.58
Computerized Legal Research - Other	\$341.09
Computerized Legal Research - Westlaw - in contract 30% discount	\$4,706.24
Computerized Legal Research - Westlaw - out of contract	\$155.64
Professional Fees - Legal	\$111,682.50
Professional Fees - Miscellaneous	\$131,634.55
Telephone - Long Distance	\$210.00

Current Expenses

\$250,032.60

<u>Date</u>	<u>Value</u>
03/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/1/2021
	\$256.69

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	AcctNumber: 1000193694 ConnectTime: 0.0	
03/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
03/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 3/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
03/02/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13680 DATE: 3/2/2021 For Professional Services rendered in connection with Sears adversary proceeding	\$111,682.50
03/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/2/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$256.69
03/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/02/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$73.09
03/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
03/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
03/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/4/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
03/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/4/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
03/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$52.23

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Bill Number: 1934321Page 12
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	DORIS Date: 3/4/2021 AcctNumber:	
	1003389479 ConnectTime: 0.0	
03/06/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: WALLS BENNETT; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$73.09
03/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/8/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
03/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
03/08/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29698 DATE: 3/8/2021 Key Document Identification (hrs); Data Management (hrs.)	\$19,800.00
03/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/9/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
03/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
03/10/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29735 DATE: 3/10/2021 Data Hosting; Hosting Project Management (Hrs); User Fees	\$111,834.55
03/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/11/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
03/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
03/12/21	Telephone - Long Distance VENDOR: DEAN L. CHAPMAN INVOICE#: 4487599703122001 DATE: 3/12/2021 Court Calls, 03/12/21, Case Name: In re	\$70.00

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	Sears Holdings Corp.. Case Number: 18-23538-rdd Judge: Robert Drain, CourtSolutions	
03/12/21	Telephone - Long Distance VENDOR: SEAN M. NOLAN INVOICE#: 4489985103151901 DATE: 3/15/2021 Court Calls, 03/12/21, Dial-in fee for oral argument., Court Solutions LLC	\$70.00
03/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/15/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
03/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
03/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHEN JULIUS Date: 3/16/2021 AcctNumber: 1000532285 ConnectTime: 0.0	\$1,019.31
03/16/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/16/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/16/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: CHEN JULIUS; Charge Type: DOC ACCESS; Quantity: 1.0	\$68.33
03/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
03/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
03/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/18/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
03/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 3/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
03/18/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE;	\$504.85

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03/22/21	Quantity: 7.0 Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/22/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
03/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 3/22/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
03/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
03/22/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: CHAPMAN DEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.26
03/22/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: CHAPMAN DEAN; Charge Type: DOC ACCESS; Quantity: 2.0	\$77.38
03/22/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 6.0	\$433.58
03/23/21	Telephone - Long Distance VENDOR: JOSEPH E. SZYDLO INVOICE#: 4498672803231502 DATE: 3/23/2021 Court Calls, 03/23/21, Payment for court call hearing held on 3/23/2021 at 10:00 am (ET)., CourtSolutions LLC	\$70.00
03/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 3/23/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
03/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/23/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
03/24/21	Computerized Legal Research - Westlaw - out of contract User: NOLAN SEAN Date: 3/24/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$155.64
03/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 3/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
03/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$82.08

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	DORIS Date: 3/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$7.46
	DORIS Date: 3/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$52.23
	LIBRARY AKIN Date: 3/25/2021 AcctNumber: 1000309084 ConnectTime: 0.0	
03/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$52.23
	DORIS Date: 3/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$128.35
	NOLAN SEAN Date: 3/26/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
03/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$164.16
	LIBRARY AKIN Date: 3/29/2021 AcctNumber: 1000309084 ConnectTime: 0.0	
03/29/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$29.85
	ACKER-RAMIREZ REFUGIO Date: 3/29/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$108.95
	NOLAN SEAN Date: 3/30/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
03/30/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$82.08
	ACKER-RAMIREZ REFUGIO Date: 3/30/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$128.35
	NOLAN SEAN Date: 3/31/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
03/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$22.39
	ACKER-RAMIREZ REFUGIO Date: 3/31/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$82.08
	DORIS Date: 3/31/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
03/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$7.46
	DORIS Date: 3/31/2021 AcctNumber: 1003389479 ConnectTime: 0.0	

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03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$60.02	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$118.13	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$43.82	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$17.53	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$0.33	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$50.63	
03/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2103 DATE: 3/31/2021 - Document Retrieval in Various Courts	\$50.63	
	Current Expenses		<u>\$250,032.60</u>
	Total Amount of This Invoice		\$660,984.60
	Prior Balance Due		<u>\$7,362,095.81</u>
	Total Balance Due Upon Receipt		<u><u>\$8,023,080.41</u></u>

H5

Invoice Date: 3/10/2021

Invoice Number: INV-29735

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		2/1/2021	2/28/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	11,885.9	\$9.00	\$106,973.10
Hosting Project Management (Hours)	3.17	\$185.00	\$586.45
User Fees (Users)	57	\$75.00	\$4,275.00

Subtotal \$111,834.55

Tax Total \$0.00

Total \$111,834.55

If Payment by Check
H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH
H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express
Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 3/8/2021

Invoice Number: INV-29698

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	2/1/2021	2/28/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) <i>Key document identification for ad hoc requests related to Final Versions of Privileged Drafts in Seritage Productions - Seritage Full Board Minutes, Seritage Full Board Materials and Resolutions, Business Plans and Management Updates, Disinterested Trustee Materials and Resolutions, and Disinterested Trustee Minutes.</i>	43.5	\$450.00	\$19,575.00
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	1	\$225.00	\$225.00

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$19,800.00

Tax Total \$0.00

Total \$19,800.00

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*